

## RECORD OF PROCEEDINGS

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**MINUTES OF A REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF THE  
AEROTROPOLIS AREA COORDINATING  
METROPOLITAN DISTRICT (“DISTRICT”)  
HELD  
MAY 18, 2023**

A regular meeting of the Board of Directors of the District, County of Adams (referred to hereafter as the “Board”) was convened on Thursday, May 18, 2023 at 1:04 p.m. at the Construction Trailer, 3900 E. 470 Beltway, Aurora, Colorado. The District Board meeting was accessible both in person at the physical meeting location and virtually via Zoom.

**Directors in Attendance Were:**

Matt Hopper  
Michael Sheldon  
Cindy Shearon

The absence of Director Ferreira was excused.

**Also in Attendance Were:**

Denise Denslow, Shauna D’Amato, and Jason Carroll; CliftonLarsonAllen LLP (“CLA”)  
MaryAnn McGeady, Esq. and Jennifer Pino; McGeady Becher P.C.  
Jerry Jacobs; Timberline District Consulting, LLC (“Timberline”)  
Tony DeVito; AECOM Technical Services, Inc.  
Hannah Harriman; JHL Constructors, Inc.  
Nicole Foote; member of the public

**ADMINISTRATIVE  
MATTERS**

**Disclosure of Potential Conflicts of Interest:** Director Hopper discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted that the disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors. No new conflicts were disclosed.

**Quorum/Confirmation of Meeting Location/Posting of Notice:** Director Hopper confirmed a quorum for the regular meeting. The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District’s Board meeting. Following discussion, upon motion duly made by Director Sheldon, seconded by Director Shearon and, upon vote unanimously carried, the Board determined that because there was not a suitable or convenient

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location within the District boundaries to conduct this meeting it was determined to conduct this meeting at the above-stated location, with participants attending both in person and via videoconference. The Board further noted that notice providing the time, date and location of the meeting was duly posted and that no objections, or any requests that the means of hosting the meeting be changed by taxpaying electors within the District's boundaries have been received.

**Agenda:** The Board considered the proposed Agenda for the District's regular meeting. Following discussion, upon motion duly made by Director Sheldon, seconded by Director Shearon and, upon vote unanimously carried, the Agenda was approved, as presented.

**Public Comment:** Ms. Foote addressed the Board regarding her request for a variance related to privacy fencing she would like to install along her property line. The privacy fencing in question is an option presented to her by the builder at the time of purchase, however, her lot line exceeds the 60 foot limit for privacy fencing (just over 61 feet) per the Design Guidelines. Director Hopper indicated that he would follow-up with Timberline and the Community-Wide Architectural Review Committee regarding status of her request for variance, which he noted seemed reasonable.

**May 2, 2023 Regular Directors' Election:** Ms. Pino informed the Board that the election was canceled pursuant to Section 1-13.5-513, C.R.S. because there were not more candidates than seats available on the Board. It was noted that Director Sheldon and Director Shearon were each deemed elected by acclamation to four-year terms ending in May, 2027.

**Appointment of Officers:** Following discussion, upon motion duly made by Director Sheldon, seconded by Director Hopper and, upon vote, unanimously carried, the following slate of officers were appointed for the District:

President:	Matthew Hopper
Vice President:	Carla Ferreira
Treasurer:	Michael Sheldon
Assistant Secretary:	Cynthia Shearon
Secretary:	Denise Denslow

### CONSENT AGENDA

The Board considered the following actions:

#### **Approval of the April 20, 2023 Regular Meeting Minutes**

Following discussion, upon motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved of the Consent Agenda items, as presented.

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### FINANCIAL MATTERS

**Payment of Claims for Operating Costs:** Following review and discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved payment of claims for operating costs, in the amount of \$37,538.12.

**Cash Position Report dated March 31, 2023 updated as of May 12, 2023:** Mr. Carroll reviewed the Cash Position Report with the Board. Following review, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board accepted the Cash Position Report dated March 31, 2023, updated as of May 12, 2023.

**Recommendation to The Aurora Highlands Community Authority Board (“CAB”) for Acceptance of the CAB and District Engineer’s Report and Verification of Costs Associated with Public Improvements Draw No. 59 Engineer’s Report and Verification of Costs No. 37 prepared by Schedio Group LLC (“Engineer’s Report No. 37”):** Director Hopper reviewed Engineer’s Report No. 37 with the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board recommended acceptance of Engineer’s Report No. 37 to the CAB.

**Recommendation to the CAB for Acceptance of the CAB and District Engineer’s Report and Verification of Costs Associated with Public Improvements, In-Tract Improvements / In Tract Home Builder Expenses, Engineer’s Report and Verification of Costs No. 19 prepared by Schedio Group LLC (“Engineer’s In-Tract Report No. 19”):** Director Hopper reviewed Engineer’s In-Tract Report No. 19 with the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board recommended acceptance of Engineer’s In-Tract Report No. 19 to the CAB.

### CAPITAL PROJECTS

**Funding Sources and Payment:** Director Hopper reviewed the current funding sources and requested payments with the Board. The Board acknowledged the following funding sources and payment in the total amount of \$6,967,155.60, subject to finalization of funding sources, as noted above.

TAH CAB/Spine Costs	\$ 3,097,156.09
AH In-Tract Costs	\$ 2,054,919.29
AF ARTA	\$ 1,440,750.22
ARTA	\$ (79,993.26)
AF ATEC Spine Costs	\$ 26,623.45
Developer	\$ 424,699.81
Total:	\$ 6,967,155.60

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**Task Order to Master Service Agreement (“MSA”) for Surveying Services by and between the District and Aztec Consultants, Inc. for TAH Filing No. 45 (PA 64.2 & 65.1) (DR Horton Phase 2) Final Plat:** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order to MSA** for Surveying Services by and between the District and **Aztec Consultants, Inc.** for TAH Filing No. 45 (PA 64.2 & 65.1) (DR Horton Phase 2) Final Plat, in the amount of \$24,400.00, upon review and recommendation by the Construction Committee.

**Task Order to MSA for Surveying Services by and between the District and Aztec Consultants, Inc. for TAH N2 Section 19 (District Roads) Final Plat:** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order to MSA** for Surveying Services by and between the District and **Aztec Consultants, Inc.** for TAH N2 Section 19 (District Roads) Final Plat, in the amount of \$15,850.00, upon review and recommendation by the Construction Committee.

**Task Order to MSA for Civil Engineering Services by and between the District and Cage Engineering, Inc. for TAH PA 64.2 & 65.1 – Civil Engineering Stormwater Design:** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order to MSA** for Civil Engineering Services by and between the District and **Cage Engineering, Inc.** for TAH PA 64.2 & 65.1 – Civil Engineering Stormwater Design, in the amount of \$79,500.00, upon review and recommendation by the Construction Committee.

**Task Order to MSA for Lighting Design and Electrical Engineering Services by and between the District and Clanton Engineering, Inc., d/b/a Clanton & Associates for TAH (DR Horton Phase 2) Lighting and Electrical Design Consulting:** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order to MSA** for Lighting Design and Electrical Engineering Services by and between the District and **Clanton Engineering, Inc., d/b/a Clanton & Associates** for TAH (DR Horton Phase 2) Lighting and Electrical Design Consulting, in the amount of \$37,100.00, upon review and recommendation by the Construction Committee.

**Task Order to MSA for Geotechnical Services by and between the District and CTL Thompson, Inc. for Preliminary Geotechnical Investigation and Waterline Resistivity Testing (Filing 9 Roadways, Highlands Creek Boulevard and Warm Springs Avenue):** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order to MSA** for Geotechnical Services by and between the District and **CTL Thompson, Inc.** for Preliminary Geotechnical Investigation and Waterline Resistivity Testing (Filing 9 Roadways, Highlands

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Creek Boulevard and Warm Springs Avenue), in the amount of \$15,275.00, upon review and recommendation by the Construction Committee.

**Task Order to MSA for Geotechnical Services by and between the District and CTL Thompson, Inc. for Waterline Resistivity Testing and Subgrade Investigation and Pavement Design (Filing 7 DR Horton Phase 2 Roadways East of Main Street and Warm Springs Avenue):** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order** to MSA for Geotechnical Services by and between the District and **CTL Thompson, Inc.** for Waterline Resistivity Testing and Subgrade Investigation and Pavement Design (Filing 7 DR Horton Phase 2 Roadways East of Main Street and Warm Springs Avenue), in the amount of \$21,300.00, upon review and recommendation by the Construction Committee.

**Task Order No. 10 to Work Order No. 10 to MSA for Architecture, MEP and Structural Engineering Services by and between the District and EV Studio, LLC for Shade Structures:** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 10 to Work Order No. 10** to MSA for Architecture, MEP and Structural Engineering Services by and between the District and **EV Studio, LLC** for Shade Structures, in the amount of \$19,300.00, upon review and recommendation by the Construction Committee.

**Task Order to MSA for Program Management Services by and between the District and Matrix Design Group, Inc. for Filing 18 Park Engineering – CA Support (18-SP Neighborhood Park No. 2):** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order** to MSA for Program Management Services by and between the District and **Matrix Design Group, Inc.** for Filing 18 Park Engineering – CA Support (18-SP Neighborhood Park No. 2), in the amount of \$25,000.00, upon review and recommendation by the Construction Committee.

**Task Order to MSA for Program Management Services by and between the District and Matrix Design Group, Inc. for PA-24 (Aquatic Center Park Design):** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order** to MSA for Program Management Services by and between the District and **Matrix Design Group, Inc.** for PA-24 (Aquatic Center Park Design), in the amount of \$184,020.00, upon review and recommendation by the Construction Committee.

ARTA MATTERS

None.

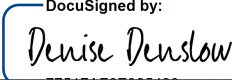
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OTHER BUSINESS      None.

ADJOURNMENT      There being no further items before the Board, upon motion duly made by Director Hopper, the meeting was adjourned.

Respectfully submitted,

By  \_\_\_\_\_  
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Secretary for the Meeting